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Basic Governing Documents, Revised 1974

University of Dayton

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BASIC GOVERNING DOCUMENTS

OF

UNIVERSITY OF DAYTON

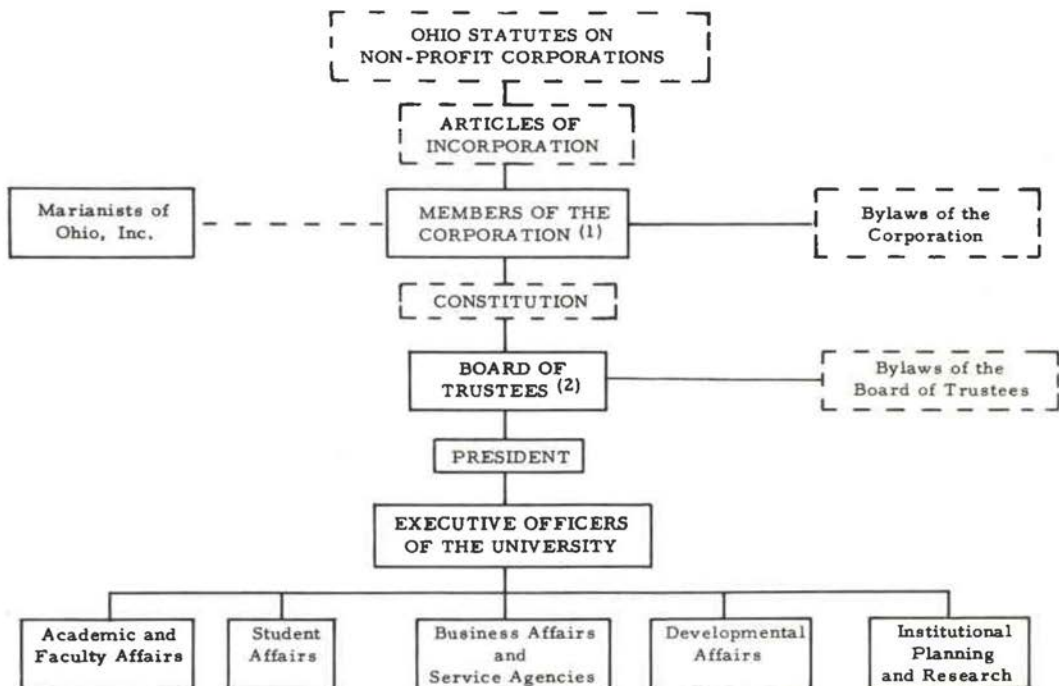


UNIVERSITY OF DAYTON
Dayton, Ohio 45469

BASIC GOVERNING DOCUMENTS
(as amended)

Office of the President
Revised, June, 1974

UNIVERSITY OF DAYTON
LEGAL AND ORGANIZATIONAL CHART



- (1) There are seven to nine Members of the Corporation. Marianists of Ohio, Inc., appoints from four to six of the Members who must be Marianists. The other three are the Officers of the Board of Trustees and may be laymen.
- (2) There are fifteen to thirty Trustees divided into four classes consisting of representatives of (1) the Society of Mary; (2) the Alumni; (3) the local community; and (4) at-large members. The Board of Trustees elects the Trustees from nominations submitted by the Members of the Corporation.

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HISTORICAL DATES

- | | |
|-------------------|--|
| March 19, 1850 | - Signing of deed for purchase of Dewberry farm from John Stuart |
| July 1, 1850 | - School opened and first classes were held |
| September 3, 1850 | - Opening of first regular school term |

ARTICLES OF INCORPORATION
OF
UNIVERSITY OF DAYTON

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under the General Corporation Act of Ohio, do hereby certify:

- First: The name of the corporation shall be UNIVERSITY OF DAYTON.
- Second: The place in this State where the principal office of the corporation is to be located is Dayton.
- Third: The purpose or purposes for which said corporation is formed are establishing, maintaining and conducting, under the influence of religion, an institution of learning for the purpose of offering instructions in the arts and sciences; promoting education in all departments of learning and knowledge, and especially in those branches usually comprehended in academic, collegiate and university courses; promoting the work of education, religion, research, public service and charity; acquiring and holding for such purposes money, real estate and other property necessary or proper to carry out said objects; and doing any and all things and engaging in such enterprises necessary or incident to the accomplishment of such purposes.
- Fourth: The members of this corporation shall consist solely of members of the Society of Mary, an association of persons operating throughout the world in the interest of religion, education and charity, and said corporation shall be governed in its administration and operation by trustees and officers selected from and appointed by said Society of Mary from said members; said trustees and other administrative and governing officers shall always be subject to removal and appointment under the rules, usages, customs and precedents established or promulgated by said Society of Mary from time to time.
- Fifth: The following persons shall serve said corporation as trustees until the first annual meeting or other meeting called to select trustees:
- John A. Elbert, Mount Saint John Normal School, Dayton, Ohio
Paul A. Sibbing, Mount Saint John Normal School, Dayton, Ohio
Francis X. Neubeck, Mount Saint John Normal School, Dayton, Ohio
George J. Renneker, University of Dayton, Dayton, Ohio
William J. Ferree, Mount Saint John Normal School, Dayton, Ohio

March 5, 1952

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
UNIVERSITY OF DAYTON

WILLIAM J. FERREE, President, and RAYMOND A. ROESCH, Secretary of UNIVERSITY OF DAYTON, an Ohio corporation organized not for profit, do hereby certify that at a meeting of the members of said corporation duly called and held on the 4th day of November, 1970, at which meeting a quorum was present, and by the affirmative vote of a majority of the members present thereat, the following resolution of amendment was adopted:

RESOLVED, That the following Amended Articles of Incorporation be, and the same are hereby, adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto:

AMENDED ARTICLES OF INCORPORATION
OF
UNIVERSITY OF DAYTON

FIRST: The name of the corporation shall be UNIVERSITY OF DAYTON.

SECOND: The place in the State of Ohio where the principal office is located is the City of Dayton, Montgomery County.

THIRD: The purposes of the corporation are as follows:

The purpose or purposes for which said corporation is formed are establishing, maintaining and conducting, under the influence of religion, an institution of learning for the purpose of offering instructions in the arts and sciences; promoting education in all departments of learning and knowledge, and especially in those branches usually comprehended in academic, collegiate and university courses; promoting the work of education, religion, research, public service and charity; acquiring and holding for such purposes money, real estate and other property necessary or proper to carry out said objects; and doing any and all things and engaging in such enterprises necessary or incident to the accomplishment of such purposes.

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

FIFTH: The members of the Corporation shall now consist of: (1) those members of the Society of Mary (Marianists) designated as members of the Corporation by the governing board of Marianists of Ohio, Inc., and (2) the Chairman, Vice Chairman and Secretary of the Board of Trustees of the University of Dayton.

SIXTH: The following persons, together with their addresses, shall serve as Trustees until the annual meeting or other meeting called to select Trustees.

John J. Jansen, 4100 Patterson Road, Dayton, Ohio 45430
Raymond A. Roesch, c/o University of Dayton, College Park Avenue, Dayton, Ohio 45409
Charles L. Collins, c/o University of Dayton, College Park Avenue, Dayton, Ohio 45409
William J. Ferree, 2765 Ridgeway Road, Dayton, Ohio 45419
William A. Bruggeman, 2765 Ridgeway Road, Dayton, Ohio 45419

SEVENTH: Meetings of the voting members or Trustees may be held within or without the State of Ohio.

EIGHTH: These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation.

IN WITNESS WHEREOF, WILLIAM J. FERREE, President, and RAYMOND A. ROESCH, Secretary, of University of Dayton, acting for and on behalf of said corporation, have hereunto subscribed their names this 4th day of November, 1970.

(s) William Ferree
President

(s) Raymond A. Roesch
Secretary

Approved by Ohio Secretary of State: November 9, 1970.

BYLAWS OF THE CORPORATION

Preamble

The Members of the University of Dayton Corporation have drawn up these Bylaws to establish operational procedures for the implementation of the duties and obligations accepted by them in accord with the Articles of Incorporation of the University of Dayton, as amended, and the applicable laws of the State of Ohio.

ARTICLE I: MEMBERSHIP

- (a) The Members of the University of Dayton Corporation shall consist of (1) those members of the Society of Mary (Marianists) designated by the governing board of Marianists of Ohio, Inc., and (2) the Chairman, Vice Chairman, and Secretary of the Board of Trustees of the University of Dayton.
- (b) The total number of Members shall be not less than seven nor more than nine as determined from time to time by the Members of the Corporation.
- (c) Membership shall terminate with the appointment of a successor or cessation of the qualifications for appointment.

ARTICLE II: OFFICERS OF THE CORPORATION

- (a) The Officers of the Corporation shall consist of the Chairman, Vice Chairman, and Secretary of the Board of Trustees of the University of Dayton.
- (b) They shall perform the duties assigned to them by the Members and the Trustees and shall be subject to election, term of office and removal from office as determined by the Trustees.

ARTICLE III: MEETINGS

- (a) It shall be the duty of the Chairman of the Corporation to call and preside over the Annual Meeting which shall be held between January 15 and February 15 of each year at a time and place to be determined by the Members.
- (b) Special meetings of the Members shall be called by the Chairman or upon the request of a majority of the total number of Members.
- (c) Written notice of all meetings shall be given to the Members not less than five days before the date of the meeting.
- (d) The Secretary of the Corporation shall be responsible for the minutes which shall be deposited at the principal office of the Corporation.
- (e) In case of the death or permanent incapacity of the Chairman, the Vice Chairman shall assume his duties until a Chairman has been elected and assumes office.
- (f) A quorum shall consist of a majority of the total number of current Members.
- (g) Any action which might be taken at a meeting of the Members may be taken without such meeting if authorized in writing by all the current Members, provided only that evidence of such action be filed in the permanent record or minutes relating to meetings of the Members.

ARTICLE IV: POWER AND AUTHORITY OF THE MEMBERS

- (a) The Members of the Corporation shall be vested with the power and authority granted to them in the Articles of Incorporation, as amended, and the applicable laws of the State of Ohio for the operation of the University of Dayton.
- (b) Of these powers the Members shall exercise directly the following:
 - (1) The nomination of candidates for election to the Board of Trustees, and removal of members of the Board of Trustees of the University of Dayton;
 - (2) Approval of the Constitution of the University of Dayton, the Bylaws of the Corporation, and amendments to the Articles of Incorporation, said Constitution and Bylaws of the Corporation.
- (c) Approval by two-thirds vote of the Members shall be required before the Trustees may take any action with respect to the following:
 - (1) The merger or consolidation of the Corporation with another corporation;
 - (2) The sale, encumbrance, or alienation of all or a substantial portion of the assets of the Corporation;
 - (3) Partial or total dissolution of the Corporation.
- (d) The Members shall delegate authority for the governance of the University to a Board of Trustees constituted in accord with the provisions of the Bylaws of the Corporation and the Constitution of the University.
- (e) They shall determine the number and manner of selection of said Trustees.
- (f) At each Annual Meeting the Members of the Corporation shall make nominations to fill vacancies on the Board of Trustees from a list of names of candidates prepared by the Committee on Trustees of the Board of Trustees.
- (g) Nominations to fill vacancies on the Board shall be presented by the Chairman to the Board of Trustees at their February Meeting.

ARTICLE V: LIABILITY OF TRUSTEES AND OFFICERS OF THE CORPORATION

- (a) No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a trustee or officer of the Corporation in good faith, if such person (i) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in conduct of his own affairs, or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe or upon a financial statement of the Corporation prepared by an officer or employee of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants, or (iii) in good faith considered the assets to be of their book value or followed what he believed to be sound accounting and business practice.
- (b) In case any claim, action, suit or proceedings shall be made or brought against any present or future trustee or officer of the Corporation, his heirs, executors or administrators, on account of action taken or omitted to be taken by such trustee or officer as a trustee or officer of the Corporation, the Corporation shall indemnify such present or future trustee or officer, his heirs, executors and administrators, against all or any portion of any expense actually and necessarily incurred by him in connection with the defense of any such claim, action, suit or proceeding (whether or not he continues to be a trustee or officer at the time of incurring such expenses), such expenses to include any amount paid upon any judgment and the amount of any reasonable

ARTICLE V: LIABILITY OF TRUSTEES AND OFFICERS OF THE CORPORATION (Continued)

settlement made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any such trustee or officer with respect to any matter as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, nor in respect to any matter on which any settlement or compromise shall be effected, if the total expense, including the amount paid upon such settlement, shall substantially exceed the expense which might reasonably be incurred by such trustee or officer in conducting such litigation to a final conclusion.

- (c) The provisions hereof shall be in addition to, and not in limitation of, any other rights, indemnities or limitations of liability to which any trustee or officer may be entitled as a matter of law. Notwithstanding any repeal or other amendment thereof, the foregoing indemnification shall be binding upon the Corporation (subject only to the exceptions hereinabove set forth) as to all claims, actions, suits or proceedings, and expenses connected therewith and settlements thereof, as above provided, arising out of matters which occur during, or are referable to, the period prior to any such repeal or amendment.

ARTICLE VI: DISSOLUTION OF THE CORPORATION

- (a) In case of dissolution of this Corporation, all properties, real or personal, of this Corporation shall revert to Marianists of Ohio, Inc., its successors and assigns, either to be used for the purposes of said Marianists of Ohio, Inc., according to its equity, or to be assigned to some other non-profit corporation operating within the purposes of the present Corporation.

ARTICLE VII: AMENDMENTS

- (a) These Bylaws may be amended or repealed at any Annual or special meeting by a two-thirds vote of the total number of Members of the Corporation, provided that such proposed amendment has been given in writing to the Members at least five days prior to the meeting.
- (b) Notice of all proposed amendments and action thereon shall also be communicated to the Board of Trustees of the University.

Approved: November 4, 1970.

Amended: August 31, 1972.

CONSTITUTION
OF THE
UNIVERSITY OF DAYTON

Preamble

In recognition of the increasing educational responsibilities of the University of Dayton in today's changing society and, in particular, the changing role of the University as it relates to its various constituencies, the successors of the founding Board of Trustees have resolved to constitute themselves into a body known as the Members of the Corporation, retaining for themselves the right to make final determination over those matters related to the private character of the University. The Members of the Corporation, desiring to provide a more representative governing body for the institution, have further resolved to reconstitute the Board of Trustees into a body drawn from the various publics served by the University. To this body the Members of the Corporation delegate full governing authority over the University.

This Constitution has been formulated and approved by the Members of the Corporation as the basic governing document for the University of Dayton.

ARTICLE I: NAME AND NATURE OF THE INSTITUTION

Section 1: Name

- (a) The name by which this institution shall be known is the UNIVERSITY OF DAYTON.¹

¹ The basic legal documents of the University and the Society of Mary include the following:

<u>August 17, 1863</u>	- Act of Association for the "Society of Mary" recorded in the Land Records of Montgomery County and the State of Ohio
<u>August 19, 1879</u>	- Certificates of Incorporation for the Society of the Brothers of Mary filed with the Recorder of Montgomery County, Ohio
<u>April 12, 1882</u>	- Authorization for St. Mary's Institute to confer degrees and honors filed in Montgomery County, Ohio
<u>February 5, 1886</u>	- The name of the Society and the Corporation was changed from Society of the Brothers of Mary to Society of Mary in a petition approved by the Court of Common Pleas of Montgomery County, Ohio
<u>August 19, 1914</u>	- Articles of Incorporation issued for St. Mary's College, Society of Mary, Province of Cincinnati
<u>July 7, 1920</u>	- Amendment to Articles of Incorporation changing the name from St. Mary's College, Society of Mary, Province of Cincinnati to University of Dayton, Society of Mary, Province of Cincinnati
<u>November 9, 1936</u>	- Certificate of Authorization from Secretary of State of Ohio to confer Master of Arts degree
<u>June 19, 1946</u>	- Amendment to Articles of Incorporation changing the name of the Corporation from University of Dayton, Society of Mary, Province of Cincinnati, to Marianists of Ohio, Incorporated
<u>March 5, 1952</u>	- Articles of Incorporation issued for University of Dayton as a corporation distinct from Marianists of Ohio, Incorporated
<u>September 13, 1968</u>	- Certificate of Authorization from Ohio Board of Regents to confer Baccalaureate and Master's degrees
<u>May 6, 1970</u>	- Letter of approval from Ohio Board of Regents to award the Doctor's degree
<u>November 9, 1970</u>	- Amended Articles of Incorporation approved and filed by the Secretary of State of Ohio
<u>August 31, 1972</u>	- Amendment of the Bylaws of the Corporation, Constitution of the University, and Bylaws of the Board of Trustees modifying the method of nomination and election of Trustees
<u>November 16, 1973</u>	- Certificate of Authorization from Ohio Board of Regents to confer Baccalaureate degrees, Master's degrees, Juris Doctor degrees, and Doctoral degrees in Biology and Engineering
<u>May 24, 1974</u>	- Amendment of Article XII of the Constitution of the University

ARTICLE I: NAME AND NATURE OF THE INSTITUTION (Continued)

Section 2: Nature of the University

- (a) The University of Dayton is a church-related institution of higher learning conducted in the living tradition of the Society of Mary (Marianists), a Catholic teaching order.
- (b) As a University, its fundamental commitment is to the discovery, dissemination and application of truth.
- (c) As a private institution in a pluralistic society the University has chosen as its option the Christian world-view as a distinctive orientation and insists only that human problems be first approached from that philosophical position.
- (d) As a Catholic University, it accepts the validity of revealed as well as of reasoned truth and is committed to genuine and responsible academic freedom supported by proper respect for the Church's Magisterium.
- (e) The living Marianist tradition further dictates the University's emphasis on those values which culminate in the highest development of the human person.
- (f) By reason of Man's essential nature, this commitment involves a recognition of the need to promote individual fulfillment through self-transcending service.
- (g) Fidelity to the ideal, as thus defined, in the discharge of all essential functions and in initiating and conducting special activities to meet the changing needs of society, constitutes the first principle of the organization and operation of the University of Dayton.

ARTICLE II: PURPOSES OF THE CONSTITUTION

Section 1: Primary Purpose

- (a) This Constitution has been prepared to implement the Articles of Incorporation of the University of Dayton, dated March 5, 1952, as amended.
- (b) It shall be considered the major governing document of the University subsidiary only to the aforesaid Articles of Incorporation, as amended.
- (c) The primary purpose of the Constitution is to promote the scholarly progress of the institution and to ensure order and economy in the administration of all the affairs of the University.
- (d) Toward this end the document contains only general statements of authority and responsibility in the expectation that each person charged with the administration of a designated area should determine the specific methods and procedures by which his unit can best promote and support the purposes of the University.
- (e) Rules and regulations subsidiary to this Constitution, but not in conflict with its principles, shall be defined in bylaws, manuals, codes, or similar documents which must be approved as indicated in this Constitution.

Section 2: Secondary Purpose

- (a) As a secondary purpose this Constitution describes the administrative structure of the University and is intended to provide flexibility for future reorganization and development in response to changing societal conditions or a change of direction in meeting the goals and purposes of the University.
- (b) Final determination in such matters shall reside in the Board of Trustees as determined in Article V of this Constitution.

ARTICLE III: THE UNIVERSITY OF DAYTON COMMUNITY

Section 1: University of Dayton Community

- (a) The University of Dayton Community, in addition to the Members of the Corporation, consists of the following six groups: Trustees, Administration, Alumni, Faculty and other Instructional Staff, Students, and Supporting Staffs.
- (b) Each element of the University Community shall have distinct rights, privileges, responsibilities, and duties as recognized by the Board of Trustees; each element shall have a mutual dependence on all the other elements of the University necessitating a high degree of cooperation and understanding for the achievement of the goals and objectives of the entire University Community.

Section 2: Members of the Corporation

- (a) The Members of the University of Dayton Corporation shall consist of (1) those members of the Society of Mary (Marianists) designated by the governing board of Marianists of Ohio, Inc., and (2) the Chairman, Vice Chairman, and Secretary of the Board of Trustees of the University of Dayton.
- (b) They shall delegate full authority for the governance of the University to the Board of Trustees in accord with Article V, Section 6 of this Constitution.
- (c) The Members shall retain only that authority necessary to preserve the private character and the traditions of the University as specifically stated in Article IV, Section 2 of this Constitution.

Section 3: Trustees

- (a) The Trustees of the University of Dayton shall consist of those persons elected and re-elected by the Board of Trustees from nominations made by the Members of the Corporation.
- (b) They shall exercise the rights, privileges, responsibilities, and duties delegated to them by the Members of the Corporation for the governance of the University as required by the Articles of Incorporation of the University of Dayton, as amended, and the provisions of the Ohio Non-Profit Corporation Law.
- (c) The number of Trustees and the manner of their selection shall be determined by the Members of the Corporation.
- (d) The operational procedures of the Board of Trustees shall be defined in Bylaws formulated by the Board of Trustees.

Section 4: Administration

- (a) The Administration of the University shall consist of all persons responsible for the management of major University functions as designated by the President of the University.
- (b) The rights, privileges, responsibilities, and duties of members of the Administration shall be defined in appropriate documents prepared by authorized representatives of the Administration.

Section 5: Alumni

- (a) The Alumni of the University of Dayton shall consist of all persons who have been awarded academic degrees, diplomas, or honorary degrees, or who were matriculated students in good standing at date of last attendance and whose rights, privileges, and obligations shall be defined in an appropriate document prepared by the University of Dayton Alumni Association.

ARTICLE III: THE UNIVERSITY OF DAYTON COMMUNITY (Continued)

Section 6: Faculty and Other Instructional Staff

- (a) Faculty of the University shall consist of all persons whose activities directly affect the educational function of the institution, who are employed with full-time status and who have been granted academic or administrative rank.
- (b) The Faculty of each College, School, or similar academic unit shall consist of those members of the Faculty of the University who are primarily associated with a particular College, School, or similar academic unit.
- (c) All persons holding academic rank or other academic title, as approved by the Board of Trustees, and engaged directly or indirectly in the instructional activities of the University, either full-time or part-time, shall constitute the Instructional Staff of the University.
- (d) The rights, privileges, responsibilities, and duties of the Instructional Staff shall be defined in appropriate documents prepared by the Faculty or their representative body.

Section 7: Students

- (a) Students of the University shall include all persons pursuing programs of study leading to an academic degree, or officially enrolled in courses or programs of study sponsored by the University and whose rights, privileges, responsibilities, and duties shall be defined in a student code or similar document developed in consultation with representative student and faculty groups and the appropriate administrative authorities.

Section 8: Supporting Staffs

- (a) The Supporting Staffs of the University, as distinct from those enumerated in Sections 4 and 6 of this Article, shall consist of all persons employed by the University in any capacity.
- (b) The Board of Trustees, through the President of the University and for the purpose of determining the rights, privileges, responsibilities, and duties of one or more individual groups of employees as distinguished by function, may recognize them as separate staffs.

ARTICLE IV: MEMBERS OF THE CORPORATION

Section 1: Membership

- (a) The Members of the University of Dayton Corporation shall consist of those persons designated according to the Bylaws of the Corporation which shall also specify the number, manner of fixing or changing the number, qualifications, terms of office, and termination of service of Members.

Section 2: Power and Authority

- (a) In order to insure the continuation of the University of Dayton as a private institution with its own unique character and traditions the Members of the Corporation shall retain exclusive control over the following matters:
 - (1) the nomination of candidates to be elected or re-elected Trustees by the Board of Trustees, and removal of members of the Board of Trustees of the University of Dayton;
 - (2) approval of this Constitution and of the Bylaws of the Corporation;
 - (3) approval of amendments to the Articles of Incorporation, this Constitution, and the Bylaws of the Corporation.

ARTICLE IV: MEMBERS OF THE CORPORATION (Continued)

Section 2: Power and Authority (Continued)

- (b) Approval by two-thirds vote of the Members shall be required before the Trustees may take any action with respect to the following:
 - (1) the merger or consolidation of the Corporation with another corporation;
 - (2) the sale, encumbrance, or alienation of all or a substantial portion of the assets of the Corporation;
 - (3) partial or total dissolution of the Corporation.

Section 3: Delegation of Authority

- (a) The Members of the Corporation hereby delegate to the Board of Trustees all authority for the governance of the University granted to said Members in the Articles of Incorporation of the University of Dayton, as amended, and the provisions of Ohio Non-Profit Corporation Law, subject only to the limitations stated in Article III of the Bylaws of the Corporation and Article IV, Section 2 of this Constitution.

Section 4: Bylaws of the Corporation

- (a) The Members of the Corporation shall adopt and amend Bylaws of the Corporation by a two-thirds vote of the total number of Members.
- (b) The Bylaws shall include provisions common to regulations of this type, but not in conflict with the Articles of Incorporation, as amended.
- (c) The Secretary shall notify the Board of Trustees of amendments or other changes in the Bylaws of the Corporation or the Constitution.

ARTICLE V: BOARD OF TRUSTEES

Section 1: Membership

- (a) Members of the Board of Trustees, except ex officio members, shall be elected by the Board of Trustees from nominations made by the Members of the Corporation in a manner determined by the Bylaws of the Corporation and the Bylaws of the Board of Trustees except that in the first instance the members of the Associate Board of Lay Trustees may be appointed to the Board of Trustees for one, two, or three year terms as determined by age, the oldest receiving the longest terms.
- (b) The Members of the Corporation shall elect additional Trustees, to attain the desired total in each class, who may be appointed to one, two, or three year terms until the regular order can be established.
- (c) The Bylaws of the Corporation shall determine the method by which nominations to fill vacancies shall be made to the Board of Trustees.

Section 2: Number

- (a) The total number of Trustees, excluding ex officio members, shall be not less than fifteen nor more than thirty, as determined from time to time by the Members of the Corporation.

ARTICLE V: BOARD OF TRUSTEES (Continued)

Section 3: Ex Officio Trustees

- (a) The President of the University shall be the only ex officio voting member of the Board of Trustees.
- (b) The Board may designate other Officers of the University as ex officio non-voting members on an annual basis.
- (c) Ex officio Trustees shall not be considered for quorum purposes.

Section 4: Classes of Trustees

- (a) Trustees shall be classified into the following classes for purposes of representation:
 - (1) the Society of Mary
 - (2) the Alumni of the University
 - (3) the Greater Dayton community
 - (4) Trustees-at-large
- (b) At least 20% of the total membership, excluding ex officio members, shall represent each of the first three classes.
- (c) No member may represent more than one class at a time.
- (d) If any member of the Board of Trustees ceases to have the qualifications for membership on the Board his term of office as such Trustee shall terminate.

Section 5: Term of Office

- (a) The regular term of office for all Trustees, except ex officio Trustees, shall begin at the end of the Annual Meeting in May and shall be three years.
- (b) The term of office of an equal number of Trustees, as near as possible, shall expire each year.
- (c) Vacancies which occur in any class of Trustees in any manner except the expiration of term shall be filled only for the remainder of the term or until a successor is elected by the Board of Trustees from nominations submitted by the Members of the Corporation.
- (d) Any vacancy may be filled by the Board of Trustees in case the Members of the Corporation fail to nominate a replacement during the six months following the creation of the vacancy.
- (e) A Trustee who has served three consecutive three year terms shall not be eligible for re-election until the lapse of one full year since the expiration of his last term.
- (f) No person, after the initial appointments, shall be eligible for election or re-election to the Board after attaining the age of seventy years.

Section 6: Authority of the Board of Trustees

- (a) The Members of the Corporation hereby delegate to the Board of Trustees all authority for the governance of the University vested in them by the provisions of the Articles of Incorporation, as amended, the Bylaws of the Corporation, and Ohio Non-Profit Corporation Law.
- (b) As the governing body of the University the primary function of the Board of Trustees is to evolve and evaluate the basic objectives and broad policies of the institution.

ARTICLE V: BOARD OF TRUSTEES (Continued)

Section 6: Authority of the Board of Trustees

- (c) The powers and duties of the Board of Trustees shall include, but not be limited to, the following:
 - (1) to maintain the Trust vested in the Board by the Members of the Corporation, the Articles of Incorporation, as amended, and this Constitution;
 - (2) to promote the purposes of the University in accord with changing needs of society and determine whether proposed changes in programs or the addition of new programs enhance or retard the basic purposes of the University;
 - (3) to stimulate and approve plans for the development of all operations of the University for the promotion of its basic purposes and to insist on a periodic review of such plans in order to maintain a proper balance between competing constituencies;
 - (4) to select and evaluate the President and determine his tenure in office;
 - (5) to approve the appointment of all other executive officers on the recommendation of the President;
 - (6) to ensure the most judicious use of the assets of the University, approve the budget, and be responsible for the financial support of the University without individual financial liability therefor;
 - (7) to approve promotion and tenure of faculty members upon the recommendation of the President;
 - (8) to bind the Corporation through contracts in matters not reserved to the Members of the Corporation;
 - (9) to relate the University to the local community and provide a responsiveness to the clientele being served;
 - (10) to grant and confer academic degrees upon those who, in the judgment of the Faculty, merit such distinction;
 - (11) to confer honorary degrees as recommended by the President;
 - (12) to act as a court of last resort within the limit of their authority.
- (d) As the ultimate policy-making body of the University the Board shall delegate executive authority to the President and delegate to the Faculty the right to formulate policies which affect the academic progress of the University.

Section 7: Bylaws of the Board of Trustees

- (a) The Board of Trustees shall adopt a set of Bylaws for their own procedural operation by a majority vote of the total membership of the Board.
- (b) At each Annual Meeting of the Board the Bylaws shall be affirmed or amended by vote of the Board members present.
- (c) The Bylaws shall include provisions common to regulations of this type, but not inconsistent with this Constitution, the Articles of Incorporation, as amended, or the Bylaws of the Corporation.

ARTICLE V: BOARD OF TRUSTEES (Continued)

Section 8: Officers of the Board of Trustees

- (a) The Officers of the Board of Trustees shall be a Chairman, Vice Chairman, and Secretary, and shall also serve as the Officers of the Corporation.
- (b) The Bylaws of the Board of Trustees shall determine the manner of election, terms of office, and duties to be performed by said Officers.

Section 9: Committees of the Board of Trustees

- (a) There shall be an Executive Committee of the Board of Trustees to consist of the Chairman of the Board, the President of the University, and not less than four nor more than seven other members of the Board elected by majority vote at the Annual Meeting of the Board of Trustees.
- (b) The Chairman of the Board shall serve as Chairman of the Executive Committee and the President of the University as Vice Chairman of the Committee.
- (c) Between meetings of the Board of Trustees, the Executive Committee shall exercise all the powers of the Board, except that it shall not have power to grant degrees, elect or remove the President, authorize any changes in the Bylaws of the Board of Trustees or make a determination on matters on which these Bylaws specifically require a vote by the Board of Trustees.
- (d) Minutes of Executive Committee meetings shall be mailed to each member of the Board of Trustees and the Members of the Corporation.
- (e) At each meeting of the Board of Trustees, the proceedings and actions of the Executive Committee since the last Board meeting shall be reported to the Board and shall be subject to its review.
- (f) Other standing and ad hoc committees of the Board of Trustees, in addition to the Executive Committee, may be established as determined from time to time by the Board of Trustees.
- (g) The duties and functions of such committees shall be defined and determined by the Board of Trustees.

ARTICLE VI: EXECUTIVE OFFICERS OF THE UNIVERSITY

Section 1: Titles and Appointment

- (a) The Executive Officers of the University shall be a President and those officials with the title of Vice President and other titles usually associated with major administrative positions in a university as approved by the Board of Trustees on the recommendation of the President.
- (b) The Board of Trustees shall choose the President of the University, who must be a professed member of the Society of Mary, in a manner prescribed by this Constitution and the Bylaws of the Board, and approve the appointment of all other Executive Officers of the University upon the recommendation of the President.
- (c) It shall be the duty of the President to develop appropriate procedures for the selection of Executive Officers of the University in consultation with other elements of the University Community.
- (d) The terms of office for all Executive Officers of the University shall be at the pleasure of the Board of Trustees.

ARTICLE VI: EXECUTIVE OFFICERS OF THE UNIVERSITY (Continued)

Section 2: The President of the University

- (a) The President of the University shall be the chief executive and administrative officer of the University and, as such, he shall be responsible for the implementation of the policy decisions of the Board of Trustees.
- (b) He shall be directly responsible to the Board of Trustees for the administration of the University, and shall have the authority to do all things necessary and proper to promote the basic purposes and general welfare of the University.
- (c) He shall be an ex officio voting member of the Board of Trustees and a member of the Executive Committee of the Board.
- (d) He shall direct all the affairs of the University, maintain communications between Trustees, Faculty and other groups of the University Community, recommend to the Trustees nominations for major University appointments and make such appointments (unless the power to do so is limited or withdrawn by the Trustees), be a member of all faculties, and at all times keep himself informed of and in close contact with the state, interest and needs of the University, exercise a general superintendence of all University concerns and take such action as shall contribute to the quality of teaching and the advancement of knowledge.
- (e) He may delegate any of his executive and administrative authority to other University officials, subject only to restrictions in this Constitution or as established by the Board of Trustees.
- (f) His duties shall include, but not be limited to, the following:
 - (1) to administer the affairs of the University as its chief executive by implementing the policies and regulations approved by the Board of Trustees and in accord with the stated purposes of the University;
 - (2) to act as the official medium of communication for the University Community and promote amity and unity among all;
 - (3) to establish such committees, councils, boards, and similar bodies and appoint such officials and personnel as he may deem necessary to promote or conduct any general or special function or purpose of any University activity or need;
 - (4) to promote the general welfare and the academic well-being of the University by supervising the officials of the University, all its departments, and the student body;
 - (5) to represent the institution to the general public;
 - (6) to make an annual report to the Trustees on the general condition of the University.

Section 3: The Vice Presidents and Other Executive Officers

- (a) The Vice Presidents and any other persons designated as Executive Officers of the University, under the direct supervision of the President, shall be in charge of major organizational units of University operations including academic and faculty affairs, student affairs, business affairs, developmental affairs, institutional planning and research, service agencies, and other unit organizations which may be established from time to time with the approval of the Board of Trustees.
- (b) Each Vice President or other Executive Officer of the University shall be responsible to the President for the administration of a designated organizational unit and shall be considered in a line relationship to the President.

ARTICLE VI: EXECUTIVE OFFICERS OF THE UNIVERSITY (Continued)

Section 3: The Vice Presidents and Other Executive Officers (Continued)

- (c) Within the framework of the policies and procedures established by the Board of Trustees each Vice President and other Executive Officer of the University shall develop the necessary bylaws, operational manuals or guidelines for the operation of his organizational unit, including appropriate job descriptions.
- (d) Such bylaws, operational manuals or guidelines must be submitted to the President for approval and, when so determined by him, to the Board of Trustees.

Section 4: Advisory Councils and Committees

- (a) The President and other Executive Officers of the University shall establish appropriate advisory councils and committees to assist them in the operation of their organizational units.
- (b) Bylaws for the procedural operation of each council or committee shall be prepared and submitted to the President for approval and, when so determined by him, to the Board of Trustees.

ARTICLE VII: THE UNIVERSITY FACULTY

Section 1: Definition

- (a) The University Faculty shall consist of the following elements:
 - (1) the Executive Officers of the University;
 - (2) all members of the Instructional Staff, under full-time Faculty contract to the University, who have been appointed by the University of Dayton to the ranks of Professor, Associate Professor, Assistant Professor, or Instructor. Additional members of the Instructional and Administrative Staff of the University may be designated as members of the University Faculty by the assignment of Administrative Rank.

Section 2: Authority and Responsibility of the University Faculty

- (a) The Board of Trustees shall delegate to the University Faculty the right to initiate and formulate the educational and academic policies of the University in areas of its competence.
- (b) The University Faculty may delegate any or all of its authority and responsibility to an elected body representative of the Faculty as a whole, provided only that the authority of such an organization shall be defined in an appropriate document adopted by a vote of the Faculty and approved by the President of the University and the Board of Trustees.
- (c) Decisions and recommendations of the University Faculty or its representative body shall be submitted to the President for his approval and, when so determined by him, to the Board of Trustees for review and final approval.

Section 3: Faculties of the Academic Units

- (a) All authority in academic matters not exercised by the University Faculty or its representative body shall reside with the Faculty of each College, School, or similar academic unit.
- (b) It shall be the responsibility of the Dean or administrative head of each academic unit to establish an appropriate means for faculty participation in decision-making processes at each level where faculty responsibility resides.

ARTICLE VII: THE UNIVERSITY FACULTY (Continued)

Section 4: Meetings of the University Faculty

- (a) There shall be a regular meeting of the University Faculty at the beginning and end of each academic year.
- (b) The general purpose of regular meetings shall be in the nature of a report to the Faculty on the State of the University.
- (c) The regular meetings shall be called by the chief academic officer who shall determine the agenda after consultation with the President and other Officers of the University.
- (d) Special meetings of the University Faculty shall be held as determined by the chief academic officer or upon the call of the Faculty representative body.
- (e) Notice of regular and special meetings, including the agenda, shall be sent to the Faculty at least five days prior to the date of the meeting.
- (f) The agenda for special meetings shall be prepared by the chief academic officer or the Faculty representative body, whichever called the meeting.
- (g) The chief academic officer shall be the presiding officer for all meetings of the University Faculty, except that in his absence the President of the University shall appoint the presiding officer.

Section 5: Academic Freedom and Tenure

- (a) The University of Dayton shall subscribe to policies of academic freedom and tenure generally accepted in comparable educational institutions, provided only that such policies shall not conflict with the purposes stated in the Articles of Incorporation, as amended, and the objectives for which this institution was originally established.
- (b) Tenure shall be granted only by the Board of Trustees upon the recommendation of the President.
- (c) It shall be the duty of the President of the University to determine the manner in which an appropriate document or documents shall be evolved for the accurate formulation of the policies of academic freedom and tenure befitting the purposes of the University, including the requirements of academic due process.
- (d) Such document or documents shall be subject to approval of the Board of Trustees.

ARTICLE VIII: ACADEMIC ELEMENTS OF THE UNIVERSITY

Section 1: Description of Major Academic Units

- (a) The major academic units of the University shall consist of the College, Schools, and similar academic units in existence at the time of the effective date of this Constitution.
- (b) Such academic units may be retained, altered, or abolished and additional units may be established by the Board of Trustees upon recommendation of the President of the University.

ARTICLE VIII: ACADEMIC ELEMENTS OF THE UNIVERSITY (Continued)

Section 2: The Academic Deans

- (a) The administrative head and educational leader of each major academic unit shall be a Dean, except that on the recommendation of the President and the approval of the Board of Trustees, the heads of certain units may be designated by another title and may be made responsible to a specified academic Dean or similar administrative officer.
- (b) Each Dean or head of a major academic unit shall be appointed by the Board, at its pleasure, upon the recommendation of the President.
- (c) He shall, in consultation with members of his Faculty, formulate an appropriate document intended to provide a general framework for the operation and advancement of his academic unit, including a description of his duties and responsibilities and provision for the selection of a representative academic affairs committee which shall conduct its business in accord with regulations contained in said document.
- (d) This document and any subsequent amendments thereto shall be approved by the next higher authority, in this case the chief academic officer.
- (e) The chief academic officer shall be responsible for determining that such document and subsequent amendments thereto are not in conflict with University rules and regulations to which they are subsidiary.

Section 3: Instructional Units

- (a) The instructional unit of a College, School, or similar academic unit, shall be a department or other subdivision assigned an instructional role.
- (b) It shall consist of an administrator, usually a chairman, and the instructional staff of the unit.
- (c) The administrator of each instructional unit shall be chosen in accord with policy developed by the chief academic officer and the President.
- (d) Each such administrator shall be held responsible to his Dean or similar officer for the qualitative advancement of the instructional and research programs of the instructional unit within the limits of properly sanctioned administrative guidelines.
- (e) The administrative affairs of each instructional unit shall be conducted in accord with procedures defined in an appropriate document which shall include a description of the duties and responsibilities of the administrator of the instructional unit.
- (f) The primary responsibility for the preparation of such documents shall reside in the academic Dean or similar officer whose approval shall also be necessary for any subsequent amendments to said documents.
- (g) The Dean shall accept the responsibility for determining that such documents and amendments thereto are not in conflict with University rules and regulations to which they are subsidiary.

ARTICLE IX: UNIVERSITY STUDENTS

Section 1: Purpose of this Article

- (a) The purpose of this article is to establish the particular status of students as an essential element of the University Community and their general status as citizens of society as a whole.
- (b) Certain freedoms and obligations are directly related to each of these two roles associated with all members of the student body.

Section 2: Students as Members of the Academic Community

- (a) In admitting qualified students, the University accepts the responsibility for providing an appropriate atmosphere in which its students shall have the freedom to learn and its faculty the freedom to teach.
- (b) By accepting admission to the University of Dayton, students have an obligation to contribute in a constructive way to their freedom to learn and the faculty's freedom to teach.
- (c) In fulfilling this obligation students, like other members of the University Community, must respect the rights of their fellow students, the faculty, and the other elements of the community and conduct themselves in a manner which promotes the academic progress of the institution.
- (d) For them also, any infringement of the rights of others or interference in the performance of their duties shall be a violation of University regulations, subject to appropriate measures as determined by University procedures.
- (e) Matters of campus life not directly related to academic policy, including student conduct and student organizations, shall be governed by rules and regulations formulated in accord with the provisions contained in the student code or similar document referred to in Article III, Section 7 of this Constitution.
- (f) The chief student affairs officer shall be responsible to the President for the formulation of said code or similar document, and for the explication and dissemination, in a student handbook or similar publication, of rules and regulations for standards of behavior consistent with the principles enunciated in said document and the aims and educational philosophy of the University.

Section 3: The Student as a Citizen

- (a) With due regard to freely accepted limitations as members of the academic community, students of the University of Dayton retain the rights, protections, and guarantees of fair treatment which are accorded to all citizens.
- (b) The enforcement of the student's duties as a citizen of society as a whole is the responsibility of the legal and judicial authorities established for that purpose.
- (c) It shall be the intent of the University to encourage extensive involvement of students in the determination of rules and regulations governing their own conduct as citizens of society as a whole while enrolled at the University of Dayton.
- (d) Such rules and regulations shall not conflict with the purposes of the University or other rules and regulations to which they are considered subsidiary.

ARTICLE IX: UNIVERSITY STUDENTS (Continued)

Section 4: The Student Body and Admission of Students

- (a) The student body of the University of Dayton shall consist of all undergraduate and graduate students who have been formally admitted to the University and registered for courses on a full or part-time basis in a College, School, or similar academic unit.
- (b) Standards for admission of students shall be determined by the Faculty of each College, School, or similar academic unit and shall be based on the characteristics and expected achievements of students considered to be relevant to success in a given program with due regard for the purposes of the University and its role as a private church-related institution of higher learning.
- (c) Within the limits of its facilities and services, the University shall be open to all students who meet the qualifications for admission without regard for race, color, or creed.
- (d) The administration of the admission policies of the University shall be the responsibility of the chief academic officer of the University.

Section 5: Programs of Study

- (a) The development and implementation of programs of study leading to degrees or diplomas is the prerogative of the Faculty of each College, School, or similar academic unit as approved by the Board of Trustees.
- (b) Courses, programs of study, and requirements for degrees shall be outlined in bulletins and catalogs of the University.
- (c) Students shall have the right, through established channels of communication, to propose changes in courses, programs of study, and requirements for degrees, and to develop new courses and programs of study for the consideration of the appropriate academic body.
- (d) The procedures to be followed for the implementation of this right may include appropriate membership on the University's academic councils and committees and shall be defined in written guidelines developed by the chief administrative officer of each academic or instructional unit in consultation with faculty and students.
- (e) These guidelines shall not conflict with other University policies regarding the procedures to be followed in obtaining approval for new courses or programs of study and changes in courses or programs of study.

ARTICLE X: GENERAL REGULATIONS

Section 1: Rules and Regulations

- (a) Rules, regulations, and contracts not specifically modified or repealed by this Constitution shall remain in effect.
- (b) Rules and regulations of a general nature governing University matters not specified in this Constitution may be enacted by the Board of Trustees after consultation with the appropriate elements of the University of Dayton Community or their representative organizations.

ARTICLE XI: HONORARY TRUSTEES

Section 1: Appointments and Rights

- (a) Any former Trustee or any person who has contributed significant service to the University of Dayton may be appointed an Honorary Trustee upon nomination by the Board of Trustees and approval by a majority vote of the Members of the Corporation.
- (b) Honorary Trustees shall have the right to attend all meetings of the Board and participate in discussion, but shall not have the right to vote or make motions.
- (c) They shall not be counted in determining a quorum for the Board.
- (d) They may be appointed to membership on committees with all the rights of committee members.

ARTICLE XII: SEAL AND COAT OF ARMS OF THE UNIVERSITY

Section 1: Form and Use

- (a) The Seal of the University shall be in the form indicated below and shall be used for the authentication of deeds, contracts, and other legal instruments in the formal conduct of the corporate business of the University.



- (b) The Coat of Arms of the University shall be in the form indicated below and shall be attached to diplomas and similar instruments requiring authentication in the conduct of the academic affairs of the University.



ARTICLE XIII: AMENDMENTS AND REVISION

Section 1: Method of Amendment

- (a) This Constitution may be amended only by the Members of the Corporation at a regular or special meeting of said Members by a vote of two-thirds of all members present, providing that a quorum shall be present and voting and that such amendment has been submitted in writing by the Secretary to each Member of the Corporation at least five days before the meeting.

Section 2: Amendments Proposed by Board of Trustees

- (a) The Board of Trustees of the University of Dayton may consider proposals for amendments to this Constitution at any regular or special meeting of the Board.
- (b) Only those proposed amendments approved by a two-thirds vote of all members present and voting shall be presented by the Secretary of the Board to the Members of the Corporation for their consideration.

Section 3: Revision

- (a) In the fifth year following the original adoption of this Constitution, the Members of the Corporation shall vote on a resolution to form a committee to review the need for a revision of this Constitution.
- (b) It shall be the duty of the Secretary of the Corporation to place such resolution on the agenda for one of the meetings in the fifth year.
- (c) The committee, if formed, shall have representation from the Board of Trustees as well as the Members of the Corporation, and shall submit its report to the Members of the Corporation.

ARTICLE XIV: IMPLEMENTATION

Section 1: Effective Date

- (a) This Constitution shall become effective as the basic legal document for the governance of the University when approved by a two-thirds vote of the Members of the Corporation.
- (b) The effective date of the Constitution shall be said date of approval.

Approved: November 4, 1970.

Amended: August 31, 1972.

Amended: May 24, 1974.

BYLAWS OF THE BOARD OF TRUSTEES

UNIVERSITY OF DAYTON

Preamble

The Board of Trustees of the University of Dayton has been established by the Members of the University of Dayton Corporation under the provisions of the Articles of Incorporation of the University of Dayton, as amended, the Bylaws of the Corporation, and the Ohio Statutes for Non-Profit Corporations to exercise final control over all matters pertaining to the governance of the University except where such authority has been specifically reserved to the Members of the Corporation. These Bylaws, when adopted by the Board of Trustees, shall determine the operational procedures for the Board within the limits prescribed by said Articles of Incorporation, as amended, Bylaws of the Corporation, and the Constitution of the University of Dayton.

ARTICLE I: MEMBERSHIP AND ELECTION

Section 1: Membership and Election

- (a) The membership of the Board of Trustees and election thereto shall be determined according to the provisions of Article V of the Constitution of the University of Dayton and Article IV of the Bylaws of the Corporation.
- (b) The total number of members of the Board of Trustees is determined from time to time by the Members of the Corporation.
- (c) The Committee on Trustees shall prepare a list of names of candidates for nomination as Trustees and submit such list to the Chairman at least five days prior to the Annual Meeting of the Members of the Corporation.
- (d) When approved by the Members of the Corporation a list of nominees shall be submitted to the Board of Trustees for the election of Trustees at their February Meeting.

ARTICLE II: MEETINGS

Section 1: Regular and Special Meetings

- (a) Unless otherwise decided by its members the Board of Trustees shall hold regular meetings in October, February, and May at such date, time, and place as may be fixed by the Board.
- (b) The May Meeting shall be designated as the Annual Meeting.
- (c) Special meetings of the Board of Trustees shall be called by the Chairman of the Board or the President of the University or upon the request of any five Trustees.
- (d) Written notice of all meetings, including the agenda, shall be mailed by the Secretary to each member of the Board at least ten days prior to the date of the meeting.

Section 2: Quorum

- (a) A quorum for the transaction of business by the Board shall consist of a majority of the total number of members of the Board.

Section 3: Conduct of Meetings

- (a) All meetings shall be conducted in accord with parliamentary procedure outlined in Roberts Rules of Order, as revised, or other procedure adopted by the Board.
- (b) The usual order of business at meetings of the Board shall be as follows:
 - (1) Call to order
 - (2) Approval of minutes of last meeting
 - (3) Report of the Chairman
 - (4) Committee reports
 - (5) Unfinished business
 - (6) New business
 - (7) Adjournment

Section 4: Voting Procedures

- (a) Decisions by vote of the Board members in ordinary matters shall require a majority vote of those present provided a quorum is present.

ARTICLE III: OFFICERS

Section 1: Election, Term of Office, and Removal

- (a) The Officers of the Corporation and the Board of Trustees, as defined in Article V, Section 8 of the Constitution, shall be elected from among the membership of the Board by majority vote of the Trustees present and constituting a quorum at the Annual Meeting of the Board of Trustees.
- (b) All officers shall be elected to office for the remainder of their current terms of appointment as Trustees.
- (c) There shall be no limit to the number of times the same person may be elected to the same or any other office.
- (d) Any person elected an officer may be removed at any regular or special meeting by vote of the majority of the Trustees present and constituting a quorum.

Section 2: Duties of Officers

- (a) The Chairman shall preside at all meetings of the Board and shall decide all questions of order.
- (b) It shall be his duty to see that the Bylaws of the Board are complied with and that the special orders, resolutions, and directions of the Board are properly executed.
- (c) He shall serve as Chairman of the Executive Committee of the Board of Trustees.
- (d) He shall appoint the members of all committees of the Board, except the Executive Committee, and shall perform such other duties as may be, from time to time, assigned to him by the Board.
- (e) The Vice Chairman shall serve in the absence of the Chairman and shall assist the Chairman at the latter's request.
- (f) The Secretary shall be responsible for recording and distributing minutes of all meetings of the Board, issuing notice of meetings, keeping records of attendance, and handling all correspondence for the Board.
- (g) He shall be the custodian of the Seal of the University and shall have authority to attest to all official documents and instruments of the University.

Section 3: Vacancy in Office

- (a) In the event of a vacancy in the office of Chairman, the Vice Chairman shall serve as Chairman until a new Chairman has been appointed or elected.
- (b) In the event of a vacancy in the office of Vice Chairman or Secretary, the vacancy shall be filled by election at the next meeting of the Board following the existence of the vacancy.

ARTICLE IV: COMMITTEES

Section 1: Executive Committee

- (a) Members of the Executive Committee, except the Chairman of the Board and the President of the University, both of whom are ex officio members, shall be elected for one year terms of office at the Annual Meeting with eligibility for re-election.
- (b) The number of members of the Committee shall be determined by the Board in accord with Article V, Section 9 of the Constitution.
- (c) The Chairman of the Board shall be the Chairman of the Executive Committee and the President of the University shall be the Vice Chairman.
- (d) Vacancies which occur among the elected members of the Committee for any reason, except the expiration of time, shall be filled for the unexpired term by election at the next meeting of the Board following the existence of the vacancy.
- (e) Meetings of the Executive Committee shall be called when necessary by the Chairman of the Board or the President of the University.
- (f) A majority of the total number of members of the Committee, including ex officio members, shall constitute a quorum.
- (g) In the intervals between meetings of the Board of Trustees, the Executive Committee shall have full power to take each and every action which the Trustees are authorized to take, except for the limitations stated in Article V, Section 9 of the Constitution of the University of Dayton.

Section 2: Committee on Trustees

- (a) A Committee on Trustees shall be appointed by the Chairman of the Board to perform the following duties:
 - (1) to prepare and submit to the Chairman of the Corporation a list of candidates for nomination to the Board of Trustees of the University of Dayton in accord with the provisions of Article I of these Bylaws;
 - (2) to maintain a list of candidates for nomination to the Board through a continuing search for individuals with special talents for service to the University as Trustees;
 - (3) to assist the Chairman of the Board in selecting Trustees and other persons to serve on committees of the Board;
 - (4) to conduct an orientation program for new Trustees with the assistance of selected faculty and students of the University and to promote the continued education of Trustees through seminars and meetings designed to confront the major issues facing the University;
 - (5) to submit an annual report to the Board on the Committee's assessment of the effectiveness of Board operations and to recommend means for improvement.

Section 3: Other Committees

- (a) There shall be other standing and ad hoc committees as the Trustees may from time to time determine.

ARTICLE IV: COMMITTEES (Continued)

Section 3: Other Committees (Continued)

- (b) The President of the University and the Chairman of the Board of Trustees shall be ex officio members of all standing committees.
- (c) Persons other than Trustees, especially members of the University Community, such as administrators, faculty, and students should normally be appointed to any committee except the Executive Committee.

Section 4: Committee Meetings

- (a) Meetings of the committees of the Board shall be held upon call of the committee chairman.
- (b) Written notice of the committee meetings, including the agenda, shall be mailed to each member of the committee at least five days prior to the date of the meeting.
- (c) Minutes of each committee meeting shall be available to all members of the Board on request.

ARTICLE V: EXECUTIVE OFFICERS OF THE UNIVERSITY

Section 1: Selection of the President

- (a) The President of the University shall be appointed by the Board of Trustees for an indefinite term of office.
- (b) He shall be elected by two-thirds vote of the total membership of the Board of Trustees from a list of candidates drawn up in a manner determined by the Board of Trustees.
- (c) The President of the University must be a professed member of the Society of Mary.
- (d) He may be removed from office at any time by the affirmative vote of two-thirds of the total number of Trustees then in office.

Section 2: Other Executive Officers of the University

- (a) Other Executive Officers of the University shall be appointed by the Board of Trustees, upon the recommendation of the President, for indefinite terms of office, and in accord with the provisions of Article VI, Section 3 of the Constitution.
- (b) Interim appointments of such officers may be approved by the Executive Committee, when necessary, between meetings of the Board of Trustees.
- (c) Such appointments shall then be submitted for approval at the next meeting of the Board.
- (d) The Executive Committee of the Board shall have authority to approve the removal from office of an Executive Officer on the recommendation of the President.
- (e) Such removal as well as the resignation of an Executive Officer shall be reported at the next Board meeting.
- (f) It shall be the prerogative of the Trustees, at their pleasure, to invite the Executive Officers of the University to attend Board meetings.

ARTICLE VI: POLICY MANUALS

Section 1: University Policy Manual

- (a) The Board of Trustees, as the body exercising final authority for the approval of all policies affecting the entire University, shall determine the procedure for maintaining an official Policy Manual which shall be brought up to date within a reasonable time following each meeting of the Board of Trustees.
- (b) The custodian of the official Policy Manual for the University shall be the President of the University.
- (c) At his discretion copies of the Manual shall be made available to other University personnel.

Section 2: Unit Policy Manuals

- (a) It shall be the duty of each administrative official of the University to maintain an up-to-date Policy Manual covering all official policies directly related to the organizational area over which he has jurisdiction.
- (b) This directive shall apply to Executive Officers of the University, Deans, heads of major academic units, administrators of instructional departments, and directors of all supporting units of the University.
- (c) The President of the University shall be responsible for determining that such Policy Manuals are maintained in appropriate manner.
- (d) This directive is not intended to apply to council or committee bylaws, handbooks, guidelines, or similar regulations which are primarily designed to provide the means for carrying out established policies.

ARTICLE VII: AMENDMENTS

Section 1: Procedure

- (a) These Bylaws may be amended or repealed by a two-thirds vote of the Board members present at any regular or special meeting, provided that notice of such proposed amendment has been given to the Trustees with the agenda for the meeting.

Approved: November 13, 1970

Amended: August 31, 1972

UNIVERSITY OF DAYTON REGULATIONS ON
ACADEMIC FREEDOM AND TENURE¹

FOREWORD

These regulations are designed to enable the University of Dayton to protect academic freedom and tenure and the requirements of academic due process.² The principles implicit in these regulations are for the benefit of all who are involved with or are affected by the policies and programs of the University.

1. Statement of Terms of Appointment to the Faculty, University of Dayton

- (a) Faculty status, as the term is used at the University of Dayton includes all persons whose activities affect the educational function of the institution, who are employed with full-time status and affiliated with an academic department, or the Library, and who have been granted faculty rank.
- (b) The terms and conditions of every appointment to the faculty will be stated or confirmed in writing, and a copy of the appointment document will be supplied to the faculty member. Any subsequent extensions or modifications of an appointment, and any special understandings, or any notices incumbent upon either party to provide, will be stated or confirmed in writing and a copy will be given to the faculty member.
- (c) With the exception of special appointments clearly limited to a brief association with the University, and reappointments of retired faculty members on special conditions, all full-time appointments to the rank of instructor or higher are of two kinds: (1) probationary appointments; (2) appointments with tenure.
- (d) Except for faculty members who have tenure status, every faculty member with a teaching or departmental research appointment of any kind will be informed each year in writing of his appointment and of all matters relative to his eligibility for the acquisition of tenure.

¹ Adapted from the 1968 Statement of the American Association of University Professors: AAUP Bulletin, Vol. 54, #4, 1968.

² "Report of the Special Committee on Academic Freedom in Church-Related Colleges and University," AAUP Bulletin, December, 1967.

"Statement on Academic Freedom in Church-Related Colleges and Universities," AAUP Bulletin, December, 1967.

"Report of the Special Committee on Academic Personnel Ineligible for Tenure," AAUP Bulletin, Autumn, 1966.

2. Probationary Appointments

- (a) Probationary appointments may be for one year, or for other stated periods, subject to renewal. The total period of full-time service prior to the acquisition of tenure will not exceed seven (7) years, including all previous full-time service with the rank of instructor or higher in other institutions of higher learning, except that the probationary period may extend to as much as four consecutive years at the University of Dayton, even if the total full-time service in the profession thereby exceeds seven years; the terms of such extension will be stated in writing at the time of initial appointment. Except as provided in Regulation 12, Political Activities of Faculty Members, of this document, time spent on leave of absence will count as probationary period service, unless the individual and institution agree to the contrary at the time leave is granted.
- (b) Regardless of the stated term or other provisions of any appointments, written notice that a probationary appointment is not to be renewed will be given to the faculty member in advance of the expiration of his appointment as follows: (1) not later than three months prior to the termination of the contract of the first academic year of service, if the contract expires at the end of that year; or, if a one year contract terminates during the academic year, at least three months in advance of its termination; (2) not later than six months prior to the termination of the contract of the second academic year of service, if the contract expires at the end of that year; or, if an initial two-year contract terminates during an academic year, at least six months in advance of its termination; (3) at least twelve months before the expiration of a contract after two or more years of service at the institution. The institution will normally notify faculty members of the terms and conditions of their renewals by March 15, but in no case will such information be given later than April 15.

3. Termination of Appointment by the Faculty Member

A faculty member may terminate his appointment effective at the end of an academic year, provided that he gives notice in writing at the earliest possible opportunity, but not later than April 15, or thirty days after receiving notification of the terms of his appointment for the coming year, whichever date occurs later. The faculty member may properly request a waiver of this requirement of notice in case of hardship or in a situation where he would otherwise be denied substantial professional advancement or other opportunity.

4. Termination of Appointments by the Institution

- (a) Termination of an appointment with tenure, or of a special or probationary appointment before the end of the specified term, may be effected by the institution only for adequate cause, such as failure to fulfill a contractual obligation, moral turpitude, etc.
- (b) If termination takes the form of a dismissal, it will be pursuant to the procedure specified in Regulation 5.
- (c) Tenure appointments terminate at the end of the academic year in which the faculty member reaches age 65, at which time he will be retired from full-time service. The President of the University may in special cases authorize full-time appointments on a one-year basis after age 65.

4. Termination of Appointments by the Institution (Continued)

- (d) Where termination of appointment is based upon financial exigency, or bona fide discontinuance of a program or department of instruction, Regulation 5 will not apply. In every case of financial exigency or discontinuance of a program or department of instruction, the faculty member concerned will be given notice as soon as possible, and never less than twelve months' notice, or in lieu thereof he will be given severance salary for an academic year. Before terminating an appointment because of the abandonment of a program or department of instruction, the institution will make every effort to place affected faculty members in other suitable positions. If an appointment is terminated before the end of the period of appointment, because of financial exigency, or because of the discontinuance of a program of instruction, the released faculty member's place will not be filled by a replacement within a period of two years, unless the released faculty member has been offered reappointment and a specified time within which to accept or decline it. In any event the affected faculty member shall be able to have the issues reviewed by the Faculty Preliminary Hearing Committee, with ultimate review of all controverted issues by the Board of Trustees.
- (e) Termination of a tenured appointment, or of a nontenured or special appointment before the end of the period of appointment, for medical reasons, will be based upon clear and convincing medical evidence which shall, if the faculty member so requests, be reviewed by the Faculty Preliminary Hearing Committee before a final decision is made by the Board of Trustees on the recommendation of the President of the University of Dayton.

5. Dismissal Procedures

- (a) Adequate cause for a dismissal will be related, directly and substantially, to the fitness of the faculty member in his professional capacity as a teacher or researcher. Dismissal will not be used to restrain faculty members in their exercise of academic freedom or other rights of American citizens.
- (b) Dismissal of a faculty member with tenure, or with a special or probationary appointment before the end of the specified term, will be preceded by: (1) discussions between the faculty member and appropriate administrative officers looking toward a mutual settlement; (2) informal inquiry by the duly elected Faculty Preliminary Hearing Committee which may, failing to effect an adjustment, determine whether in its opinion dismissal proceedings should be undertaken, without its opinion being binding upon the President; (3) a statement of charges, framed with reasonable particularity by the President or his delegate.
- (c) A dismissal, as defined in Regulation 5 (a), will be preceded by a statement of reasons, and the individual concerned will have the right to be heard initially by the elected Faculty Hearing Committee. A member of the Committee will remove himself from the case, either at the request of a party or on his own initiative, if he deems himself disqualified for bias or interest. Each party will have a maximum of two challenges without stated cause.
 - (1) Service of notice of hearing with specific charges in writing will be made at least twenty days prior to the hearing. The faculty member may waive a hearing or may respond to the charges in writing at any time before the hearing. Unless the faculty member waives a hearing, and if he denies the charges against him, or asserts that the charges do not support a finding of adequate cause, the Faculty Hearing Committee will hear all available evidences and rest its recommendation upon the evidence in the record.
 - (2) The Faculty Hearing Committee, in consultation with the President and the faculty member, will exercise its judgment as to whether the hearing should be public or private.
 - (3) During the proceedings the faculty member will be permitted to have an academic advisor and counsel of his own choice.
 - (4) At the request of either party or the Faculty Hearing Committee, a representative of a responsible educational association shall be permitted to attend the proceedings as an observer.

5. Dismissal Procedures (Continued)

- (5) A verbatim record of the hearing or hearings will be taken and a typewritten copy will be made available to the faculty member without cost to him, at his request.
- (6) The burden of proof that adequate cause exists rests with the institution, and shall be satisfied only by clear and convincing evidence in the record considered as a whole.
- (7) The Faculty Hearing Committee will grant adjournments to enable either party to investigate evidence as to which a valid claim of surprise is made.
- (8) The faculty member will be afforded an opportunity to obtain necessary witnesses and documentary or other evidence, and the administration of the institution will, insofar as it is possible for it to do so, secure the cooperation of such witnesses and make available necessary documents and other evidence within its control.
- (9) The faculty member and the administration will have the right to confront and cross-examine all witnesses. Where the witness cannot or will not appear, but the Committee determines that the interests of justice require admission of his statement, the Committee will identify the witness, disclose his statement, and if possible provide for interrogatories.
- (10) In the hearing of charges of incompetence, the testimony shall include that of qualified faculty members from this or other institutions of higher education.
- (11) The Faculty Hearing Committee will not be bound by strict rules of legal evidence, and may admit any evidence which is of probative value in determining the issues involved. Every possible effort will be made to obtain the most reliable evidence available.
- (12) The findings of fact and the decision will be based solely on the hearing record.
- (13) Except for such simple announcements as may be required, covering the time of the hearing and similar matters, public statements and publicity about the case by either the faculty member or administrative officers will be avoided so far as possible until the proceedings have been completed, including consideration by the Board of Trustees of the University. The President and the faculty member will be notified of the decision in writing and will be given a copy of the record of the hearing.
- (14) If the Faculty Hearing Committee concludes that adequate cause for dismissal has not been established by the evidence in the record, it will so report to the President. If the President rejects the report, he will state his reasons for doing so, in writing, to the Hearing Committee and to the faculty member, and provide an opportunity for response before transmitting the case to the Board of Trustees. If the Faculty Hearing Committee concludes that adequate cause for a dismissal has been established, but that an academic penalty less than dismissal would be more appropriate, it will so recommend, with supporting reasons.

6. Action by the Board of Trustees

If dismissal or other penalty is recommended, the President will, on request of the faculty member, transmit to the Board of Trustees the record of the case. The Board of Trustees' review will be based on the record of the committee hearing, and it will provide opportunity for argument, oral or written or both, by the principals at the hearing or by their representatives. The decision of the Hearing Committee will either be sustained or the proceeding returned to the Committee with specific objections. The Committee will then reconsider, taking into account the stated objections and receiving new evidence if necessary. The Board of Trustees will make a final decision only after study of the Committee's reconsideration.

7. Suspensions

Until the final decision upon termination of an appointment has been reached, the faculty member will be suspended, or assigned to other duties in lieu of suspension, only if immediate harm to himself or others is threatened by his continuance. Before suspending a faculty member, pending an ultimate determination of his status through the University's hearing machinery, the administration will consult with the Faculty Hearing Committee. Suspension is appropriate only pending a hearing; a suspension which is intended to be final is a dismissal, and will be dealt with as such. Salary will continue during the period of suspension.

8. Terminal Salary or Notice

If the appointment is terminated, the faculty member will receive his salary or notice in accordance with the schedule of notice to which he is entitled under Regulation 2 (b), or, if he has tenure, for at least one year. This provision for terminal notice or salary need not apply in the event that there has been a finding that the conduct which justified dismissal involved moral turpitude. On the recommendation of the Faculty Hearing Committee or the President, the Board of Trustees, in determining what, if any, payments will be made beyond the effective date of dismissal, may take into account the length and quality of service of the faculty member.

9. Academic Freedom

All members of the faculty, whether tenured or not, are entitled to academic freedom as set forth in the 1940 Statement of Principles on Academic Freedom and Tenure, formulated by the Association of American Colleges and the American Association of University Professors.

10. Academic Freedom of Nontenured Faculty

If a faculty member on probationary or other nontenured appointment alleges that considerations violative of academic freedom significantly contributed to a decision not to reappoint him, his allegation will be given preliminary consideration by the Faculty Preliminary Hearing Committee, which will seek to settle the matter by informal methods. His allegation shall be accompanied by a statement that he agrees to the presentation, for the consideration of the faculty committees, of such reasons and evidence as the institution may allege in support of its decision. If the difficulty is unresolved at this stage, and if the Committee so recommends, the matter will be heard in the manner set forth in Regulations 5 and 6, except that the faculty member making the complaint is responsible for stating the grounds upon which he bases his allegations, and the burden of proof shall rest upon him. If he succeeds in establishing a prima facie case, it is incumbent upon those who made the decision not to reappoint him to come forward with evidence in support of their decision.

11. Administrative Personnel

The foregoing regulations apply to administrative personnel who are members of the faculty. If an administrator who is not a member of the faculty alleges that a consideration violative of academic freedom significantly contributed to a decision to terminate his appointment to his administrative post, or not to reappoint him, he is entitled to the procedures set forth in Regulation 10.

12. Political Activities of Faculty Members¹

Faculty members, as citizens, are free to engage in political activities. Where necessary, leaves of absence may be given for the duration of an election campaign or a term of office, on timely application, and for a reasonable period of time. The terms of such a leave of absence shall be set forth in writing, and the leave will not affect unfavorably the tenure status of a faculty member, except that time spent on such leave will not count as probationary service unless otherwise agreed to.

13. Graduate Student Academic Staff

- (a) In no case will a graduate teaching assistant be dismissed without having been provided with a statement of reasons and an opportunity to be heard by the Graduate Council. (A dismissal is a termination before the end of the period of appointment.)
- (b) With respect to the nonreappointment of a graduate teaching assistant who establishes a prima facie case to the satisfaction of the Graduate Council that a consideration violative of academic freedom significantly contributed to the nonreappointment, he will be given a statement of reasons by those responsible for the nonreappointment and an opportunity to be heard by the Faculty Preliminary Hearing Committee.

14. Grievance Procedure

If any faculty member feels that he has cause for grievance in any matter other than dismissal proceedings -- such matters as salaries, assignment of teaching duties, assignment of space or other facilities, and propriety of conduct -- he may petition the Faculty Grievance Committee for redress. The petition shall set forth in detail the nature of the grievance and shall state against whom the grievance is directed. It shall contain any factual or other data which the petitioner deems pertinent to his case. The Committee will have the right to decide whether or not the facts merit a detailed investigation. Submission of a petition will not automatically entail investigation or detailed consideration thereof. The Faculty Grievance Committee may seek to bring about a settlement of the issue satisfactory to the parties. If in the opinion of the Committee such a settlement is not possible or is not appropriate, the Committee will report its findings and recommendations to the petitioner and to the proper administrative officer, to whom the petitioner will, at his request, be provided an opportunity to present his case.

¹ "Statement on Professors and Political Activity," AAUP Bulletin, Spring, 1969, pp. 27-28.

Faculty Handbook, "Political Activity."

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